

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

UNITED STATES OF AMERICA, *et al.*,

Plaintiffs,

v.

JETBLUE AIRWAYS CORPORATION and
SPIRIT AIRLINES, INC.,

Defendants.

Civil Action No. 1:23-cv-10511-WGY

**FILED UNDER SEAL PURSUANT TO
UNOPPOSED MOTION TO IMPOUND
OF NON-PARTY THE BOEING
COMPANY, DATED SEPTEMBER 29,
2023**

**DECLARATION OF ERIN L. SHENCOPP IN SUPPORT OF UNOPPOSED MOTION
TO IMPOUND OF NON-PARTY THE BOEING COMPANY**

I, Erin L. Shencopp, declare as follows:

1. The matters asserted in this declaration are based on my own personal knowledge or investigation, and if called upon to do so, I could and would testify competently to them.

2. My name is Erin L. Shencopp and I am currently Senior Counsel, Antitrust & Competition at The Boeing Company (“Boeing”). I joined Boeing in June 2022.

3. On May 22, 2023, the U.S. Department of Justice served on Boeing a subpoena pursuant to Federal Rule of Civil Procedure 45 seeking, among other things, documents and information related to [REDACTED]
[REDACTED] (the “Subpoena”).

4. On June 14, 2023, Boeing made an initial production in response to the Subpoena of certain non-confidential documents that were Bates stamped TBC-000001 to TBC-000383.

5. On June 28, 2023, Boeing made a supplemental production in response to the Subpoena of a single document Bates stamped TBC-000384, which Boeing designated as

“Highly Confidential” pursuant to the Stipulated Protective Order, entered by the Court on March 21, 2023 (ECF No. 66). [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6. On August 22, 2023 and September 11, 2023, Plaintiffs notified Boeing that two Boeing documents were on their trial exhibit list, including the document Bates stamped TBC-000384 and designated as “Highly Confidential” pursuant to the Stipulated Protective Order (the “Boeing Exhibit”).

7. On September 13, 2023, I delivered a letter to the Parties’ counsel informing them that the Boeing Exhibit remained “Highly Confidential” and that no redactions of the document would adequately protect Boeing’s “Highly Confidential” information. I thus requested that the Boeing Exhibit be sealed from the public record at trial and otherwise. I subsequently communicated with the Parties’ counsel regarding the confidentiality of the Boeing Exhibit. None of the Parties’ counsel object to the impounding of the Boeing Exhibit.

8. I have reviewed the Boeing Exhibit and am familiar with its contents, including its “Highly Confidential” designation. I submit this declaration in support of Boeing’s unopposed Motion to Impound the Boeing Exhibit (the “Motion”) and to provide a factual showing that good cause exists to impound the Boeing Exhibit until further order of the Court.

9. The Boeing Exhibit contains confidential, proprietary, and competitively sensitive business information that is not available to the public or Boeing’s customers or competitors.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] This information is regarded by Boeing as proprietary and kept confidential in the ordinary course of business, and is not otherwise disseminated to the public. Further, the Boeing Exhibit is an Excel spreadsheet reflecting the above-described data, and thus there are no redactions of the Boeing Exhibit that would adequately protect Boeing's competitively sensitive and proprietary business information contained therein.

10. As such, disclosure of the Boeing Exhibit would cause Boeing to suffer substantial harm, including, but not limited to, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11. To my knowledge, no Boeing witnesses will be called at trial. Given the nature of the document and its "Highly Confidential" designation under the Stipulated Protective Order, the only possible trial witnesses that could testify about the document are the Parties' expert witnesses.

12. Boeing's request is the least restrictive alternative, and I am not aware of any party or non-party who objects to this request.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 28th day of September, 2023


Erin L. Shencopp